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July 23, 2015

VIA FEDERAL EXPRESS

Mr. Trey Sivley, Esq.
Division Director
Division of Insurance and Financial Oversight
Office of Insurance and Safety Fire Commissioner
West Tower, Floyd Building, Suite 604
2 Martin Luther King, Jr. Drive
Atlanta, GA 30334

Re: Form A Statement Regarding the Acquisition of Control of Humana Employers
Health Plan of Georgia, Inc. (the "Domestic HMO") by Aetna Inc. (the "Applicant")

Dear Mr. Sivley:

On behalf of Aetna Inc. (the "Applicant"), enclosed please find (i) an original and 2 copies of the above captioned Form A Statement (the "Form A") filed in connection with the Applicant's proposed acquisition of the Domestic HMO's parent company, Humana Inc. and (ii) the applicable filing fee. In accordance with the O.C.G.A. 33-13-3(a)(1), a copy of the Form A is being delivered to the Domestic Insurer. Please also note that we are not requesting hearings be held on a consolidated basis.

Thank you for your consideration in this matter. If you require any additional information relating to the enclosed Form A, please contact the undersigned at (312) 443-0532.

Very truly yours,

LOCKE LORD LLP

A handwritten signature in cursive script that reads "Tim Farber".

Tim Farber

Enclosures



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Health Plan of Georgia, Inc. (the "Domestic HMO") by Aetna Inc. (the "Applicant")

Dear Mr. Sivley:

Under separate cover today, we have filed on behalf of the Applicant the captioned Form A seeking the approval of the Georgia Office of Insurance and Safety Fire Commissioner (the "DOI") for the acquisition of the Domestic HMO by the Applicant. Certain documents that are referenced as exhibits to the Form A contain information that the Applicant considers highly confidential, sensitive and proprietary from a business and economic perspective or a personal privacy perspective (the "Confidential Information"). Because of the nature of the Confidential Information, the Applicant has not publicly released such documents or the confidential portions thereof. In order to ensure the continued confidentiality of the Confidential Information, we hereby request that the DOI accept the Form A, including the exhibits, as filed today and agree to afford confidential treatment to the Confidential Information that is filed herewith separately.

The bases for our request for confidentiality are provided under the disclosure exceptions to O.C.G.A. 50-18-70 *et seq.* (the "Open Records Act") and are set forth in Exhibit A hereto. The Form A was submitted to the DOI in accordance with the provisions of the Georgia insurance holding company system laws, O.C.G.A. 33-13-1 *et seq.* (the "Holding Company Law"). Because the Holding Company Law does not address whether or not a Form A filing, in whole or part, should be a confidential document, certain other provisions of Georgia law control.

The Open Records Act provides that every person shall have the right to examine and copy a public record. See O.C.G.A. 50-18-70, 71. However, certain documents are exempt from disclosure. Generally, exempted documents are those that contain sensitive or personal

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information of an individual or affect trade secrets of an entity. See O.C.G.A. 50-18-72(a)(20), (34).

It is our position that if the DOI were to receive a request for disclosure from the public for the Form A, the DOI could rely on the trade secret exemption set forth in O.C.G.A. 50-18-72(a)(34) and the personal information exemption set forth in O.C.G.A. 50-18-72(a)(20) in determining that the Confidential Information is exempt from disclosure. Attached hereto as Exhibit A is a complete list identifying the Confidential Information and the bases for its exemption from disclosure. Because the Form A, including exhibits, as filed with the DOI excludes the Confidential Information, the DOI would be in a position to release the Form A without the Confidential Information to a member of the public.

For the reasons set forth above, and detailed more fully in Exhibit A, we hereby request confidential treatment and non-disclosure of the Confidential Information. It is our position that excluding the Confidential Information from the publicly available Form A materials is a reasonable means for continuing to protect the highly sensitive nature of the Confidential Information while not impairing public access to information to which, under the Open Records Act, it has a right.

In the event that the DOI receives a request for or a subpoena requiring production of the enclosed Confidential Information, we respectfully request that the DOI immediately advise us of such request or subpoena in order that we may take the appropriate action to protect such documents.

We look forward to working with you and members of your staff on this matter. If you require any additional information relating to the Form A or this request, please contact the undersigned at (312) 443-0532.

Very truly yours,

LOCKE LORD LLP


Tim Farber

Enclosure

Exhibit A

**Request for Confidential Treatment of Certain Documents Filed in Connection with the
Statement Regarding the Acquisition of Control of Humana Employers Health Plan of Georgia, Inc. (the "Domestic
HMO") by Aetna Inc.**

DOCUMENT	REQUEST FOR CONFIDENTIAL TREATMENT	EXEMPTION FROM DISCLOSURE
Exhibit 7 to the Form A: Biographical Affidavits of Current Directors and Executive Officers of Aetna	Complete Documents	<p>The documents contain sensitive personal information such as dates of birth and other information that, if disclosed to the public, could compromise an individual's personal privacy and lead to identity theft. Georgia law specifically provides that a public agency shall not be required to disclose "records that reveal an individual's social security number, mother's birth name, credit card information, debit card information, bank account information, account number, utility account number, password used to access his or her account, financial data or information, insurance or medical information in all records, unlisted telephone number if so designated in a public record, personal e-mail address or cellular telephone number, day and month of birth." O.C.G.A. 50-18-752(a)(20).</p> <p>These are currently on file with the DOI and we are incorporating them by reference herein. In addition, Aetna is updating its biographical affidavits and can provide updated copies to the DOI.</p>
Exhibit 10 to the Form A: Financial Projections of the Domestic	Complete Document	<p>The financial projections of the Domestic HMO contains trade secret information which, if released, would give advantage to competitors and serve no public purpose.</p>

DOCUMENT	REQUEST FOR CONFIDENTIAL TREATMENT	EXEMPTION FROM DISCLOSURE
HMO		<p>The information contains key managerial strategic decisions concerning the Domestic HMO's growth prospects, which, if known to the Domestic HMO's competitors, would result in great competitive harm to the Domestic HMO. Georgia law specifically provides that a public agency shall not be required to disclose "any trade secrets obtained from a person or business entity that are required by law, regulation, bid or request for proposal submitted to an agency." O.C.G.A. 50-18-72(a)(34).</p>